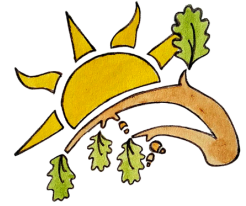


# Constitution of Dingwall Community Woodland



## **1. Name**

The name of the organisation shall be Dingwall Community Woodland (The Group)

## **2. Objectives**

The Group has been established to pursue the following objectives:

To create and manage a new Community Woodland on the edge of the town of Dingwall. The woodland will be created with the following specific objectives:

- Carbon sequestration
- Promotion of biodiversity
- Recreational activity
- Education and learning
- Community gathering place
- Green therapy

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The Community Woodland will remain under the ownership of Knockbain Farm until the Dingwall Community Woodland is in a position to take on ownership of the woodland (subject to the agreement of all parties). All decisions / plans associated with the land must be agreed with Knockbain Farm for as long the land remains under the ownership of Knockbain Farm.

## **3. Membership**

Membership shall be open to all.

- a) Applications for membership shall be accompanied by the appropriate annual membership fee, which shall thereafter be payable annually.
- b) The Steering Committee shall maintain a register of members, setting out the full name and address of each member, the date on which they were admitted to membership, and the date on which any person ceased to be a member.

- c) Each member shall be entitled to attend and vote at General or Annual General Meetings.
- d) Members may be elected and serve on the Steering Committee.

#### **4. Suspension, Refusal or Termination of Membership**

- a) The Steering Committee may refuse renewal of any existing membership or terminate or suspend any membership provided that the member concerned shall have the right to be heard by the full Steering Committee before a final decision is made.
- b) The member may apply for reinstatement at the next general meeting.
- c) Any member who fails to pay their fees by the date shall be reminded by the Steering Committee to pay or given the option to renew their membership without the annual fee.
- d) The Steering Committee shall inform the member in writing of any decision to terminate their membership.

#### **5. General Meetings**

##### 5.1 Annual General Meeting (AGM)

The AGM shall be held each year at such time and place as determined by the Steering Committee, at approximately twelve monthly intervals, but no more than fourteen months after the date of the previous AGM. At each AGM the following business shall be conducted:

- a) Receive and confirm the minutes of the previous AGM.
- b) Presentation of the Group's financial accounts for the year.
- c) Presentation of Groups projected financial situation for the forthcoming year, and the setting of all fees
- d) Presentation of Chairpersons report which shall be a summary of significant events, projects, decisions and works in progress relating to the woodlands which have taken place since the last AGM
- e) Election of officers to the Steering Committee.
- f) Any other business brought before the meeting which has been submitted in writing to the secretary not less than seven days prior to the AGM, and any other business deemed relevant by the chairperson

Notice for an AGM shall be a minimum of 21 days. A quorum for an AGM shall be the same number of office bearers + 1 members (not including office bearers).

## 5.2 Extraordinary General Meeting (EGM)

An EGM may be called upon the written demand of:

- a) 33% of the membership
- b) The Chairperson.
- c) 2/3 majority of the Steering Committee.

Notice for an EGM shall be of a minimum of 14 days' notice, and stating the business to be discussed.

## **6. Rules for General Meetings**

- a) A minimum of 21 days' notice in writing shall be given to all members, except in the event of an EGM where the notice shall be a minimum of 14 days.
- b) The Chairperson, or in their absence a member selected by the meeting, will take the Chair and facilitate the meeting.
- c) All members shall register with the Secretary prior to the start of the meeting.
- d) All decisions/ proposals shall be made using [consensus decision-making](#).
- e) The quorum shall be the same number as office bearers + 1 members (not including office bearers).
- f) The Secretary shall keep the minutes of the meetings and record all proceedings and resolutions.

## **7. Election of Steering Committee**

- a) The Steering Committee shall consist of up to 12 members appointed at each AGM.
- b) A person shall not be eligible for election/appointment to the Steering Committee unless they are a member of the group.
- c) Each member shall have one vote.
- d) All votes shall be determined by a simple majority.
- e) At each annual general meeting, the members may (subject to clause 7a) elect any member who wishes to be a member of the Steering Committee.
- f) The Steering Committee may at any time appoint any member to be a member of the Steering Committee (subject to clause 7a).
- g) At each annual general meeting, all members of the Steering Committee shall retire from office - but shall then be eligible for re-election.
- h) The Group will strive to elect a minimum of one new member of the Steering Committee each year.

## **8. Members of the Steering Committee**

- a) The Steering Committee shall appoint the following Officers - a Chair, Secretary and Treasurer and other posts as not yet defined as agreed by the Steering Committee.
- b) The Steering Committee may co-opt any member to any unfilled post until the conclusion of the following AGM, providing that the number of co-optees shall not exceed one third of the total number of persons serving on the committee at that time.
- c) The Steering Committee may appoint any subcommittees it may deem necessary to deal with the matters of the Group, until the conclusion of the following AGM. The proceedings of all such committees shall report to the Steering Committee by a representative elected by that sub-committee.
- d) The Steering Committee aims to have as diverse membership as practically possible and will strive to be as inclusive as possible.

## **9. Rules for the Steering Committee**

- a) The Chairperson shall facilitate the meeting, or a nominee from the committee in the event of the Chair being absent.
- b) 14 days' notice of any meeting of the Steering Committee shall be given by the Secretary, except when the date of the meeting had been agreed at the previous Steering Committee meeting, in which case seven days' notice shall be given.
- c) In an emergency the Chairperson may call a meeting at four days' notice.
- d) The quorum shall be six of those committee members.
- e) All decisions/ proposals shall be made using [consensus decision-making](#).

## **10. Finance**

- a) The activities of the Group are not intended to generate a profit. The income and property of the Group, however derived, shall be reinvested solely towards the objectives of the Group as set out in Rule 2, of this constitution.
- b) The Group shall have the power to raise money by means of yearly membership fees and by such other appropriate means as the committee may decide.
- c) All monies shall be lodged in a bank account in the name of the Group.
- d) The Chairperson, Treasurer and Secretary shall be authorised signatories of the account on behalf of the Group.
- e) The financial year of the Group shall run from 1<sup>st</sup> April to 31<sup>st</sup> March.

- f) The annual accounts will be independently audited prior to each AGM.

## **11. Amendments to the Constitution**

This Constitution may only be amended by a proposal passed by a majority of members present and entitled to vote at an Annual or Extraordinary General Meeting.

## **12. The Dissolution of the Group.**

Any resolution to dissolve the Group may be passed at any General Meeting provided that:

- a) the terms of the proposed resolution are received by the Secretary at least 42 days before the meeting at which the resolution is to be brought forward, and that
- b) at least 28 days of the proposed resolution shall be given in writing by the secretary to all members, and that
- c) such a resolution shall receive the assent of two thirds of those present and entitled to vote.
- d) Upon dissolution of the Group, after all Group and Trustee liabilities have been cleared, all remaining financial and material assets shall be transferred to another organisation with similar aims.

## **13. Declaration**

It is hereby certified that this document is the Constitution of Dingwall Community Woodland

### **SIGNATURES**

Chair Person .....

Date .....

Secretary .....

Date .....

## **Digital guidelines:**

In clauses above, notice “in writing” includes email as well as posting out printed notices.

Meetings may, by option or out of necessity, be held fully or partially online by audio and/or video conferencing, provided they are fairly accessible to all relevant participants:

1. Appropriate links or dial-in numbers to the online conference are circulated;
2. Ability to connect in to the meetings is not prohibitively expensive or technically challenging for members;
3. Those accessing the meeting remotely are not significantly disadvantaged in their ability to participate in the meeting compared with those present at the meeting in person;
4. Instructions include the option to instruct the chairperson as proxy, if voting by proxy is allowed for in the constitution;
5. Instructions include the option to submit questions and/or comments to the chair/secretary prior to the meeting on the expectation that these questions and comments will be read out and addressed at the meeting;
6. In making meetings quorate, any member who can hear and participate in the meeting's discussions is regarded as being present at the meeting;
7. Voting is made possible by visual, verbal or electronic (voting button/icon) signal, with options to maintain anonymity included where this is required.